

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Missouri

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Armstrong Energy, Inc.

2. All other names debtor used in the last 8 years Armstrong Land Company, LLC

Include any assumed names,
trade names, and *doing business*
as names

3. Debtor's federal Employer Identification Number (EIN) 35-2424058

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
-----------------------------	--

7733 Forsyth Blvd.

Number Street

Suite 1625

St. Louis, Missouri 63105

City State Zip Code

St. Louis

County

Number Street

P.O. Box

City State Zip Code

Location of principal assets, if different from
principal place of business

Number Street

City State Zip Code

5. Debtor's website (URL) www.armstrongenergyinc.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Armstrong Energy, Inc.**
Name

Case number (if known)

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
(2121) Coal Mining

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No☐ Yes.

District

When

MM/DD/YYYY

Case number

If more than 2 cases, attach a separate list.

District

When

MM/DD/YYYY

Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Eastern District of Missouri

When

10/31/2017

List all cases. If more than 1, attach a separate list.

Case number, if known

MM / DD / YYYY

Debtor

Armstrong Energy, Inc.

Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City

State

Zip Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor

Armstrong Energy, Inc.

Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

10/31/2017

MM/ DD / YYYY

✕

/s/ J. Hord Armstrong, III

Signature of authorized representative of debtor

J. Hord Armstrong, III

Printed name

Title **Authorized Signatory**

18. Signature of attorney

✕

/s/ Richard W. Engel Jr.

Signature of attorney for debtor

Date

10/31/2017

MM/ DD/YYYY

Richard W. Engel Jr.

Printed name

Armstrong Teasdale LLP

Firm name

7700 Forsyth Boulevard, Suite 1800

Number

Street

St. Louis

City

Missouri

State

63105

ZIP Code

(314) 621-5070

Contact phone

rengel@armstrongteasdale.com

Email address

34641

Bar number

MO

State

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United States Bankruptcy Court for the:

Eastern District of Missouri

(State)

Case number (if known): _____

Chapter 11

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amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Eastern District of Missouri for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Armstrong Energy, Inc.

- Armstrong Energy, Inc.
- Armstrong Air, LLC
- Armstrong Coal Company, Inc.
- Armstrong Coal Sales, LLC
- Armstrong Energy Holdings, Inc.
- Armstrong Logistics Services, LLC
- Thoroughfare Mining, LLC
- Western Diamond LLC
- Western Land Company, LLC

SECRETARY'S CERTIFICATE


October 31, 2017

The undersigned, Eric R. Waller, as Secretary of Armstrong Energy, Inc. (the "Company"), hereby certifies as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolutions of the board of directors of the Company (the "Board of Directors"), duly adopted at a properly convened and meeting of the Board of Directors of October 31, 2017, in accordance with the bylaws of the Company.
3. Since their adoption and execution, the Resolutions have not been modified, rescinded or amended and are in full force and effect as of the date hereof, and the Resolutions are the only resolutions adopted by the Board of Directors relating to the authorization and ratification of all corporate actions taken in connection with the matters referred to therein.

[Signature page follows]

IN WITNESS WHEREOF, I have hereunto set my hand as of the date set forth above.

By: 
Name: Eric R. Waller
Title: Secretary

**Resolution of the Board of Directors of
Armstrong Energy, Inc.**

Dated as of October 31, 2017

WHEREAS, the undersigned members of the board of directors (the “Board”) of Armstrong Energy, Inc. (the “Company”), hereby take the following actions and adopt the following resolutions by written consent (this “Consent”) pursuant to the organizational documents of the Company and the laws of the state of Delaware:

Chapter 11 Filing

WHEREAS, the Board has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s business; and

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company (including a consideration of its creditors and other parties in interest) that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”) and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States; and

RESOLVED, that the Chief Executive Officer, the Chief Restructuring Officer, the President, the General Counsel, the Chief Operating Officer, the Chief Financial Officer, any Senior Vice President, any Vice President, any Assistant Vice President, or any other duly appointed officer of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

Restructuring Support Agreement

WHEREAS, in connection with the Chapter 11 Case, the Company has engaged in good-faith negotiations with its senior noteholders regarding the terms of a comprehensive restructuring as set forth in that certain Restructuring Support Agreement by and among Armstrong Energy, Inc., Armstrong Air, LLC, Armstrong Coal Company, Inc., Armstrong Coal Sales, LLC, Armstrong Energy Holdings, Inc., Armstrong Logistics Services, LLC, Thoroughfare Mining, LLC,

Western Diamond LLC, Western Land Company, LLC, Knight Hawk Holdings, LLC, Rhino Resource Partners Holdings LLC, Thoroughbred Resources, L.P., and certain holders of the Armstrong Energy Inc.'s 11.75% senior secured notes due 2019, dated as of October 5, 2017 (as may be amended in accordance with its terms, the "Restructuring Support Agreement").

NOW, THEREFORE, BE IT,

RESOLVED, that the Authorized Signatories be, and they hereby are, authorized to take all actions (including, without limitation, to negotiate and execute any agreements, documents and certificates) necessary to enter into the Restructuring Support Agreement and to consummate the transactions contemplated thereby in connection with the Chapter 11 Case and that the Company's performance of its obligations under the Restructuring Support Agreement hereby is, in all respects, authorized and approved.

Retention of Professionals

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, "Kirkland") as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Armstrong Teasdale LLP ("AT") as local bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AT.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm MAEVA Group, LLC ("MAEVA") as financial advisor to, among other things, assist the Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by the Board, creditors, or other third parties, as requested by the Company, evaluating the Company's capital structure, responding to issues related to the Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company's assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of MAEVA.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm FTI Consulting, Inc. ("FTI"), as restructuring advisor to the Company to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to employ or retain the services of FTI.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Donlin, Recano & Company, Inc. ("Donlin") as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Donlin.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with the Company's Chapter 11 Case, with a view to the successful prosecution of such case.

Cash Collateral and Adequate Protection

RESOLVED, that the Company will obtain benefits from (a) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for certain prepetition secured noteholders (collectively, the "Senior Secured Noteholders") party to that certain Indenture, dated as of December 21, 2012, by and among the Company, the Guarantors party thereto and Wells Fargo Bank, National Association, as trustee and collateral agent, as amended by that certain First Supplemental Indenture dated as of September 19, 2013, that certain Second Supplemental Indenture dated as of July 24, 2014, that certain Third Supplement Indenture dated as of August 14, 2014, and that certain Fourth Supplemental Indenture dated as of January 29, 2015, with Wells Fargo Bank, National Association as Trustee.

RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate

protection to the Senior Secured Noteholders (the “Adequate Protection Obligations”), as documented in a proposed order in interim and final form (the “Cash Collateral Order”) and submitted for approval to the Bankruptcy Court.

RESOLVED, that the form, terms, and provisions of the Cash Collateral Order to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Officers of the Company be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company is or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the Cash Collateral Order, the “Cash Collateral Documents”), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers’ execution and delivery thereof.

RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the “Cash Collateral Transactions”), including granting liens on its assets to secure such obligations.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Signatory’s judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the Board of the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board.

RESOLVED, that each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment to effectuate the purposes of the transactions contemplated herein.

* * * * *

Fill in this information to identify the case:

Debtor name: Armstrong Energy, Inc., et al.

United States Bankruptcy Court for the: Eastern District of Missouri

Case number (if known): 17-_____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis

12/15

A list of creditors holding the 50 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Joy Global Underground Mining, LLC 1748 South Main Street Henderson KY 42420	Janet Houston or Shannon Kash SH-UND- USUGReceivables@joyglobal.com Tel: 270-827-2002 Fax: 270-827-5583	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$2,257,820.03
2	Thoroughbred Resources, L.P. 3033 E. 1st Street, Suite 837 Denver CO 80206	Charles R. Wesley, IV cwesley@thoroughbredlp.com Tel: 720-883-2966	Royalty	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$1,120,833.14
3	Kenergy Corp. 6402 Old Corydon Road Henderson KY 42419-0018	Julie Scott julie.gabhart@bigrivers.com Tel: 270-844-6132	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$989,068.96 ¹
4	Whayne Supply Company 2420 E. Lynch Road Evansville IN 47711-2953	J. Coomes cash_applications@whayne.com Tel: 270-853-8122 Fax: 812-422-1640	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$952,207.42
5	UGM ADDCAR SYSTEMS, LLC No. 1 HWM Drive Ashland KY 41102	Patricia Carter p.carter@addcarsystems.com Tel: 606-928-7239	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$836,345.08
6	U.S. Dept of Labor/MSHA PO Box 790390 St. Louis MO 63179-0390	AskMSHA@dol.gov Tel: 202 693-9400	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$834,404.00
7	Mine Equipment & Mill Supply Company 4 N.W. 2nd Street, Second Floor Evansville IN 47708	Andy Koors ar@midlandpowder.com Tel: 812-402-4070 Fax: 812-402-4077	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$783,791.49
8	Jennmar Corporation 271 Gawthrop Road Winchester KY 40391	Jeff Reeves Tel: 412-963-5308 Fax: 270-825-0495	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$697,620.98

¹Kenergy Corp. currently holds a cash deposit that exceeds its unsecured claim.

Debtor **Armstrong Energy, Inc., et al.**

Case number (if known) 17-_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Kentucky Dept of Revenue Kentucky Revenue Cabinet Frankfort KY 40620	Tel: 502 564-3226 Fax: 502-564-5977	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$644,171.17
10	Ohio County Sheriff PO Box 186 Hartford KY 42347	Tel: 304 234-3688 Fax: 270-298-4440	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$643,795.10
11	United Central Industrial Supply Co 1150 National Mine Drive Madisonville KY 42431	Charlie Fuller AR@unitedcentral.net Tel: 270-821-6333 Fax: 270-825-0244	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$635,116.42
12	KY Worker's Comp Funding Commission #42 Millcreek Park Frankfort KY 40602-1128	Renee Haddix Renee.haddix@ky.gov Tel: 502-573-3505	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$445,030.40
13	Thompson & Knight LLP One Arrts Plaza 1722 Routh St. Suite 1500 Dallas TX 75201-2533	Ann Cowdrey AnnMarie.Cowdrey@tklaw.com Tel: 214 969-1221	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$442,165.19
14	Ray Jones Trucking, Inc 3296 SR 181 South Greenville KY 42345	Ray Jones teresagiones@comcast.net Tel: 270-338-2417	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$365,000.00
15	S & L Industries, LLC 234 State Route 109 North Clay KY 42404	Bob Sandaidge kstevens@sandlindustries.com Tel: 270-584-2244 Fax: 270-664-9610	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$268,157.75
16	Kentucky Utilities Corporation PO Box 9001954 Louisville KY 40290-1954	Dot O'Brien Dorothy.Obrien@LGE-KU.com Tel: 800-981-0600	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$237,763.80
17	Overland Conveying Systems LLC PO Box 434 Madisonville KY 42431	Jerry Markham jerry@overlandconveying.com Tel: 270-853-7609 Fax: 270-326-5149	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$191,625.64
18	Muhlenberg County Sheriff PO Box 227 Greenville KY 42345	Co.sheriff@muhlom.com Tel: 270 338-3345 Fax: 270-338-0766	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$180,338.22
19	WC Hydraulics, LLC 172 Philpot Lane Beaver WV 25813	Michael Sanders CFO wcar@wc-hydraulics.com Tel: 304-255-2208 Fax: 304-255-2252	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$159,027.95
20	Internal Revenue Service Internal Revenue Service Cincinnati OH 45999-0009	Tel: 314 339-1950	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$151,051.34

Debtor **Armstrong Energy, Inc., et al.**

Case number (if known) 17-_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Rogers Group, Inc. 10234 Hopkinsville Rd Princeton KY 42445	Tish Kasbaum tish.kasbaum@rogersgroupinc.com Tel: 270-886-3344	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$148,153.87
22	American Land Holdings of Kentucky, LLC 701 Market Street, Suite 775 St. Louis MO 63101	Tony Kazda Tkazda@peabodyenergy.com Tel: 314 342-3400	Royalty	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$147,227.00
23	Heritage Petroleum, LLC 516 North 7th Avenue Evansville IN 47719	Brian Smith Tel: 812-422-3251 Fax: 812-422-3291	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$132,424.30
24	Blair Tire Inc 1300 Hwy 15 Isom KY 41824	Sam Harris blairtiresales@centurylink.net Tel: 606-634-6463	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$129,363.54
25	Conn-Weld Industries Inc PO Box 5329 Princeton WV 24740-5329	James D. Connolly Tel: 304-487-1421 Fax: 304-487-3761	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$119,063.02
26	Wabash Marine, Inc. PO Box 287 Sturgis KY 42459	Tom Mooseberger wabmar@yahoo.com Tel: 270-333-4777 Fax: 270-517-3261	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$106,000.00
27	Ruby Concrete Company 134 North Dempsey Street Madisonville KY 42431	Stacey Waide stacyw@rubyconcrete.com Tel: 270-821-3870 Fax: 370-821-3873	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$92,923.80
28	The Brennan Group 12221 Big Bend Road St. Louis MO 63112	John Standbrook jstandbrook@thebrennangroup.com Tel: 314-966-2800, ext 13 Fax: 314-821-7913	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$85,635.90
29	Kentucky State Treasurer Kentucky Department of Revenue Frankfort KY 40620	Danny Hall Danny.Hall@KY.gov Tel: 502 564-4722	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$83,771.55
30	Brian's Battery, LLC 86 Ephie Drive Coldiron KY 40819	Brian Mass (Owner) bbsbattery@yahoo.com Tel: 606-664-3080	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$82,425.08
31	Associated Engineers, Inc. 2740 North Main Street Madisonville KY 42431	David Lamb Tel: 270-821-7732 Fax: 270-821-7789	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$81,570.14
32	Office of Surface Mining PO Box 979068 St. Louis MO 63197-9000	ctorrez@osmre.gov Tel: 800-799-4265 ext 286	Taxing Authorities	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$77,079.78

Debtor **Armstrong Energy, Inc., et al.**

Case number (if known) 17-_____

33	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33	Royal Brass & Hose, Inc. 2856 Anton Road Madisonville KY 42431	Kevin Clayton e.wil@royalbrassandhose.com Tel: 270-821-8150 Fax: 270-825-0822	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$75,370.81
34	Western Kentucky Royalty Trust PO Box 2042 Henderson KY 42419-2042	Sam Francis samuelsfrancis@aol.com Tel: 775-741-9310	Royalty	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$74,977.99
35	Madisonville Tire & Retreading Inc. PO Box 1593 Madisonville KY 42431	Dewayne Burns linda@madisonvilletire.com Tel: 270-821-2954 Fax: 270-824-3005	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$71,931.62
36	Brandeis Machinery & Supply Company 1801 Watterson Trail Louisville KY 40232	Lynette Drury lynette_drury@bramco.com Tel: 812-425-4491 Fax: 812-425-1171	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$71,784.63
37	Smith Manus Surety Bonds 2307 River Road, Suite 200 Louisville KY 40206-5005	Becky Reid breid@smithmanus.com Tel: 502-238-1220	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$68,540.92
38	Star Mine Services, Inc PO Box 571 Madisonville KY 42431	Lee Bowles or Bo Taylor regina@starmineservices.com Tel: 270-584-9029	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$66,303.76
39	Woodruff Supply Company Inc 628 Lincoln Avenue Madisonville KY 42431	Danny Dugger ddugger@woodruffsupply.biz Tel: 270-821-3247 Fax: 270-821-8926	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$64,887.63
40	Solenis LLC Beaver Valley Road, Suite 500 Wilmington DE 19803	William J. Levy (CFO) Lee.levere@cithronburg.com Tel: 866-337-1533	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$61,278.50
41	Whitco Enterprises, Inc. PO Box 81 White Plains KY 42464	Jeni Garrett jeni.garrett@yahoo.com Tel: 270-871-4566 Fax: 270-676-7073	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$60,000.00
42	Douglas Sumner 12 River Hill Rd. Louisville KY 40207	Douglas Sumner Tel: 502-753-4392	Royalty	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$55,125.73
43	First-Line Fire Extinguisher Co 1333 N 8th St Paducah KY 42001-1032	Barry Graziano barry@firstlinefire.com Tel: 270-554-3473	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$53,086.04
44	Rogers Family PO Box 12969 Ft. Pierce FL 34979-2969	James L. Rogers, III & Mary M. Rogers jlr@packerscitrus.com	Royalty	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$52,812.00

Debtor **Armstrong Energy, Inc., et al.**

Case number (if known) 17-_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
45	SGS North America Inc 618 Bob Posey Street Henderson KY 42420	Elliot Myers elliott.myers@sgs.com Tel: 270-827-1187 Fax: 270-826-0719	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$52,495.75
46	Wallace Electrical Systems, LLC 2853 Ken Gray Blvd Ste 4 West Frankfort IL 62896	David Wallace Dwallace@wallaceelectricalsystems.com Tel: 618-937-3440	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$52,029.04
47	UniFirst Corporation 68 Jonspin Road Wilmington MA 01887	Maryellen Butcher ar@unifirst.com Tel: 978-658-8888 Fax: 978-658-3277	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$49,179.95
48	West Kentucky Pipe & Valve, Inc. 200 Pond River Colliers Road Madisonville KY 42431	Misty Pollard misty@pollardandsons.com Tel: 270-824-8499 Fax: 270-821-6122	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$48,455.00
49	Brake Supply Co., Inc. 5501 Foundation Blvd. Evansville IN 47725	Barry Heichelbech (CFO) bheichelbech@brake.com Tel: 800-457-5788 Fax: 812-429-9425	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$47,802.73
50	Special Mine Services, Inc. 2180 HWY 70 West Central City KY 42330	Ernie Bullock erniebullock39@yahoo.com Tel: 270-754-9911 Fax: 270-754-9894	Trade Vendor	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$46,361.27

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	Chapter 11
)	
ARMSTRONG ENERGY, INC.,)	Case No. 17-_____()
)	
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Armstrong Energy, Inc.	Rhino Resources Partners Holdings LLC	Attn: Vivian Hummler, Yorktown Partners, LLC, 410 Park Avenue 19th Floor New York, NY 10022	96.80%
Armstrong Energy, Inc.	James H. Brandi	Address on file	0.74%
Armstrong Energy, Inc.	J. Hord Armstrong, III Trust Dated June 13, 1994	Address on file	0.68%
Armstrong Energy, Inc.	The Martin D. & Carole J. Wilson Living Trust Dated 09/27/2013	Address on file	0.57%
Armstrong Energy, Inc.	LucyB Trust	Address on file	0.18%
Armstrong Energy, Inc.	[Lorenzo/]Danielle Weisman	Address on file	0.17%
Armstrong Energy, Inc.	John G. Brim	Address on file	0.17%
Armstrong Energy, Inc.	Franklin W. Hobbs, IV	Address on file	0.16%
Armstrong Energy, Inc.	Hutchinson Brothers, LLC	111 N. 54 th Street Omaha, NE 68132	0.08%
Armstrong Energy, Inc.	John H. Stites, III	Address on file	0.07%
Armstrong Energy, Inc.	J. Richard Gist	Address on file	0.05%
Armstrong Energy, Inc.	David Cobb	Address on file	0.05%
Armstrong Energy, Inc.	Kenny Allen	Address on file	0.05%
Armstrong Energy, Inc.	Brian Landry	Address on file	0.05%
Armstrong Energy, Inc.	James C. Crain	Address on file	0.05%
Armstrong Energy, Inc.	Richard F. Ford	Address on file	0.05%
Armstrong Energy, Inc.	Greg A. Walker	Address on file	0.05%
Armstrong Energy, Inc.	Adam Anderson	Address on file	0.02%
Armstrong Energy, Inc.	Jeff Winnick	Address on file	0.02%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	
)	Chapter 11
ARMSTRONG ENERGY, INC.,)	
)	Case No. 17-_____ (____)
Debtor.)	
)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Rhino Resources Partners Holdings LLC	96.80%

Fill in this information to identify the case and this filing:	
Debtor Name	Armstrong Energy, Inc.
United States Bankruptcy Court for the:	Eastern District of Missouri
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

10/31/2017
MM/ DD/YYYY

☒ /s/ J. Hord Armstrong, III

Signature of individual signing on behalf of debtor

J. Hord Armstrong, III

Printed name

Authorized Signatory

Position or relationship to debtor

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:)
) Chapter 11
ARMSTRONG ENERGY, INC., *et al.*,¹)
) Case No. 17-_____(____)
)
Debtor.)
)

VERIFICATION OF CREDITOR MATRIX

The above named debtors and debtors in possession (collectively, the "Debtors") hereby certify under penalty of perjury that the attached list containing the names and addresses of the creditors (Matrix), consisting of approximately 300 pages and is true, correct and complete.

Executed on

10/31/2017
MM/ DD/YYYY

☒ /s/ J. Hord Armstrong, III

Signature of individual signing on behalf of the debtors

J. Hord Armstrong, III

Printed name

Authorized Signatory

Position or relationship to debtor

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Armstrong Energy, Inc. (4058); Armstrong Air, LLC (2017); Armstrong Coal Company, Inc. (0349); Armstrong Coal Sales, LLC (8643); Armstrong Energy Holdings, Inc. (5664); Armstrong Logistics Services, LLC (0392); Thoroughfare Mining, LLC (7890); Western Diamond LLC (9356); Western Land Company, LLC (9821). The location of the Debtors' service address is: 7733 Forsyth Boulevard, Suite 1625, St. Louis, Missouri 63105.